



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

HALPERIN BATTAGLIA RAICHT, LLP

555 Madison Avenue, 9th Floor
New York, New York 10022
(212) 765-9100
(212) 765-0964 Facsimile
Donna H. Lieberman, Esq.
Carrie E. Mitchell, Esq.

**COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.**

Court Plaza North
25 Main Street
P. O. Box 800
Hackensack, NJ 07602-0800
(201) 489-3000
(201) 489-1536 Facsimile
Ilana Volkov, Esq.
Felice R. Yudkin, Esq.

Co-Counsel for the Class 10 Liquidation Trust

Chapter 11

In re:

Case No. 08-14631 (GMB)

SHAPES/ARCH HOLDINGS L.L.C., *et al.*

Judge: Hon. Gloria M. Burns

Reorganized Debtors.

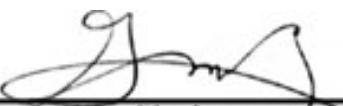
**SECOND ORDER GRANTING THE CLASS 10 LIQUIDATION TRUST'S
MOTION OBJECTING TO CLAIMS UNDER SECTION 502(d) OF THE
BANKRUPTCY CODE IN PART, ADJOURNING THE MOTION AS TO CERTAIN
CLAIMS AND GRANTING RELATED RELIEF**

**(Filed Claim Number: 37; Scheduled Numbers: 632000200, 632007740, 632007750,
632011300, 633000060, 634000040; 634002210, 635001350)**

The relief set forth on the following pages, numbered two (2), and three (3) is hereby

ORDERED.

DATED: 10/1/2010



Honorable Gloria M. Burns
United States Bankruptcy Court Judge

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Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*

Case No. 08-14631 (GMB)

Caption of Order: SECOND ORDER GRANTING THE CLASS 10 LIQUIDATION TRUST'S MOTION OBJECTING TO CLAIMS UNDER SECTION 502(d) OF THE BANKRUPTCY CODE IN PART, ADJOURNING THE MOTION AS TO CERTAIN CLAIMS AND GRANTING RELATED RELIEF

THIS MATTER having been brought before the Court by the Class 10 Liquidation Trust (the “Trust”) of Shapes/Arch Holdings, L.L.C., *et al.*, the above-captioned reorganized debtors, upon a motion (the “Motion”) for an order disallowing certain claims, as more fully set forth in the Motion and the exhibits thereto, pursuant to §§ 105 and 502(d) of Title 11 of the United States Code, as amended, and Rule 3007 of the Federal Rules of Bankruptcy Procedures; and having been adjourned from time to time; and the Court having entered an Order dated August 4, 2010 resolving the Motion with respect to certain of the claims; and the Trust having modified the exhibits to this Order to reflect, as to remaining claims, (i) further adjournments of the Motion with respect to any party as to whom the Trust has not yet resolved its avoidance claims; (ii) withdrawal of the Motion with respect to any party with whom the Trust has reached a settlement of avoidance claims that does not include a waiver of general unsecured claims or with respect to any party against whom the Trust has dismissed its avoidance action without such a waiver, and (iii) those parties with whom the Trust has reached a settlement of avoidance claims that includes a waiver of unsecured claims; and upon the affidavit of service of the Motion indicating that due and proper service was made upon, among others, the holders of claims subject to the Motion, and upon the record taken before me, and no adverse interest being represented and for good cause, it is

ORDERED, that the Motion is adjourned until January 10, 2011 at 10:00 a.m. with respect to the claims set forth on Exhibit A hereto, and objections to the adjourned Motion are due on or before January 3, 2010 at 5:00 p.m.

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Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*

Case No. 08-14631 (GMB)

Caption of Order: SECOND ORDER GRANTING THE CLASS 10 LIQUIDATION TRUST'S MOTION OBJECTING TO CLAIMS UNDER SECTION 502(d) OF THE BANKRUPTCY CODE IN PART, ADJOURNING THE MOTION AS TO CERTAIN CLAIMS AND GRANTING RELATED RELIEF

ORDERED, that the Motion is withdrawn with respect to the claims set forth on

Exhibit B hereto.

ORDERED, that the Motion is granted with respect to the claims set forth on Exhibit C hereto, and the claims identified as "claims to be expunged" on Exhibit C are hereby disallowed and expunged.

ORDERED, that notwithstanding the Claims Objection Deadline (as defined in the Motion) nothing herein shall preclude the Trust from filing additional or supplemental objections to the Disputed Claims (as defined in the Motion) on additional or alternative factual or legal grounds.

EXHIBIT A
Adjourned Objections pursuant to § 502(d)

<u>Name and Address of Claimant</u>	<u>Claims to be Expunged</u>	<u>Claim Amount</u>	<u>Additional Notice Parties</u>
CROWN CREDIT COMPANY P.O. BOX 640352 CINCINNATI, OH 45264-0352	Scheduled Scheduled	\$273.15 \$3,670.33	JOHN C. KILGANNON, ESQ. STEVENS & LEE 1456 MARLTON PIKE EAST SUITE 506 CHERRY HILL, NJ 08034 ROBERT G. HANSEMAN, ESQ. SEBALY SHILLITO DYER A LEGAL PROFESSIONAL ASSOCIATION 40 N. MAIN STREET 1900 KETTERING TOWER DAYTON, OH 45423
DGI SUPPLY 95 LOUISE DRIVE, SUITE B IVYLAND, PA 18974	Scheduled	\$1,240.83	DGI SUPPLY – A DOALL COMPANY 1480 SOUTH WOLF ROAD WHEELING, IL 60090 KATHERINE AGNELLI, ESQ. MARIN GOODMAN 500 MAMARONECK AVE. – SUITE 501 HARRISON, NY 10528
FITZPATRICK CONTAINER 800 EAST WALNUT STREET NORTH WALES, PA 19454 ATTN: JIM ZEBROWSKI	Scheduled	\$30,103.38	MELISSA ANN SIMOLA, ESQ. HALBERSTADT CURLEY, LLC 1100 E. HECTOR ST., SUITE 425 CONSHOHOCKEN, PA 19428
GRABELL, STEVEN C/O ASHELY CHAN, ESQUIRE HANGLEY ARONCHICK SEGAL & PUMLIN 20 BRACE ROAD, SUITE 201 CHERRY HILL, NJ 08034-2634	641	\$2,021,274.00	JAMES M. MATOUR, ESQ. HANGLEY ARONCHICK SEGAL & PUMLIN ONE LOGAN SQUARE, 27TH FLOOR PHILADELPHIA, PA 19103
HOUGHTON METAL FINISHING 1075 WINDWARD RIDGE PKWY SUITE 180 ALPHARETTA, GA 30005	Scheduled	\$74,633.62	HOUGHTON METAL FINISHING CO. C/O HOUGHTON INTERNATIONAL INC. ATTN: PAUL DEVIVO, PRESIDENT MADISON & VAN BUREN AVENUES PO BOX 930 VALLEY FORGE, PA 19482-0930 GLENN A. MANOCHI, ESQ. LIGHTMAN & MANOCHI 1520 LOCUST STREET, 12TH

			FLOOR PHILADELPHIA, PA 19102
HOUSEHOLD METALS, INC 645 E. ERIE AVE. PHILADELPHIA, PA 19134 ATTN: DAWN WILBEKIATIS	Scheduled	\$26,694.15	JOE BODNAR, ESQ. LAW OFFICES OF JOSEPH J. BODNAR POST OFFICE BOX 1022 2101 NORTH HARRISON STREET WILMINGTON, DE 19899-1022
(INGERSOLL RAND d/b/a) SCHLAGE LOCK COMPANY 75 REMITTANCE DRIVE STE 6079 CHICAGO, IL 60675-6079	Scheduled	\$5,005.04	ALEX KRESS, ESQ. RIKER DANZIG SCHERER HYLAND & PERRETTI LLP HEADQUARTERS PLAZA ONE SPEEDWELL AVENUE MORRISTOWN, NJ 07962-1981
KENDALL, HELENE C/O KLEHR, HARRISON, HARVEY, BRANZBURG & ELLERS 260 S. BROAD STREET PHILADELPHIA, PA 19102	599 Scheduled	\$1,551,110.01 \$1,512,389.98	JAMES M. MATOUR, ESQUIRE HANGLEY ARONCHICK SEGAL & PUDLIN ONE LOGAN SQUARE, 27TH FLOOR PHILADELPHIA, PA 19103
M E B LOGISTICS PO BOX 1644 DOYLESTOWN, PA 18901	Scheduled	\$9,870.69	MICHAEL BOWMAN PO BOX 1644 DOYLESTOWN, PA 18901
MELTON TRUCK LINES, INC. 808 N 161ST E. AVE. TULSA, OK 74116 ATTN: LISA M. FAGLEMAN	395 Scheduled	\$139,960.66 \$122,151.71	JOHN HOWLAND, ESQ. ROSENSTEIN, FIST & RINGOLD 525 S. MAIN, STE 700 TULSA, OK 74103
METAL KOTING 1430 MARTIN GROVE ROAD ATTN: TONY FARRUGIA REXDALE, ON M9W 4Y1 CANADA	Scheduled	\$73,653.48	SAMUEL R. GRAFTON, ESQ. POPPER & GRAFTON 225 WEST 24 TH STREET, STE 1609 NEW YORK, NY 10122
NORTHEAST METAL TRADERS, INC. IRA R. DEICHES, ESQ. DEICHES & FERSCHMANN, P.C. 25 WILKINS AVENUE HADDONFIELD, NJ 08033	488 Scheduled	\$11,493.65 \$227,977.12	DAVID L. BRAVERMAN, ESQ. SCOTT SHECTMAN, ESQ. BRAVERMAN KASKEY, P.C. ONE LIBERTY PLACE 1650 MARKET STREET, 56TH FLOOR PHILADELPHIA, PA 19103
OILGEAR COMPANY, THE C/O COFACE NORTH AMERICA, INC. 50 MILLSTONE RD., BLDG. 100, STE. 360 EAST WINDSOR, NJ 08520 ATTN AMY SCHMIDT AS AGENT	173 Scheduled	\$23,254.05 \$23,254.05	THERESA F. SEEM, ESQ. 1800 W WOODBURY LANE GLENDALE, WI 53209
POLYONE CORP DEPT CH 10489			MARK WEINTRAUB, ESQ. JEREMY M. CAMPANA, ESQ.

ATTN: DEBBIE NOSKI PALATINE, IL 60055-0489	Scheduled	\$164,813.78	THOMPON HINE 3900 KEY CENTER 127 PUBLIC SQUARE CLEVELAND, OH 44114-1291
PREMIER WINDOWS INC. P.O. BOX 62 THURMOND, NC 28683 ATTN: JAMIE CAUDILL, PRESIDENT	537	\$57,406.00	JUNE ALLISON, ESQ. WISHART NORRIS HENNINGER & PITTMAN 6832 MORRISON BOULEVARD CHARLOTTE, NC 28211
RAPTURE TRAILER, INC. 2411 BIG OAK ROAD LANGHORNE, PA 19047	Scheduled	\$17,170.92	JOHN R. CRAYTON, ESQ. 33 WEST SECOND STREET MOORESTOWN, NJ 08057
RIVER ROAD RECYCLING 450 37TH ST. PENNSAUKEN, NJ 08110 ATTN: MARK WANG	463 Scheduled	\$33,437.34 \$33,437.34	CHRISTOPHER WANG 450 37TH ST. PENNSAUKEN, NJ 08110 CHRISTOPHER WANG P.O. BOX 302 PENNSAUKEN, NJ 08110
SHAPES UNLIMITED, INC. 590 E WESTERN RESERVE RD YOUNGSTOWN, OH 44514 ATTN D FISHER, TREASURER	7 Scheduled	\$23,119.72 \$23,119.72	JEFFREY S. CIANCIULLI, ESQ. WEIR & PARTNERS LLP THE LIBERTY VIEW BUILDING, SUITE 310 457 HADDONFIELD ROAD CHERRY HILL, NJ 08002 JEREMY TEABERRY, ESQ. HENDERSON COVINGTON 6 FEDERAL PLAZA, SUITE 1300 YOUNGSTOWN, OH 44503
SORENSEN, PAUL JR. 508 LEONARD LANE MULLICA HILL, NJ 08062	643	\$650,000.00	JAMES M. MATOUR, ESQ. HANGLEY ARONCHICK SEGAL & PUDLIN ONE LOGAN SQUARE, 27TH FLOOR PHILADELPHIA, PA 19103
UNEEDA BOLT & SCREW CO INC 10 CAPITOL DRIVE MOONACHIE, NJ 07074 ATTN: ELI BRICKMAN, PRES.	777 Scheduled	\$149,217.14 \$126,985.68	KELLY CURTIN, ESQ. PORZIO BROMBERG & NEWMAN P.C. 100 SOUTHGATE PARKWAY MORRISTOWN, NJ 07962-1997
VERIZON P.O. BOX 4833 TRENTON, NJ 08650-4833	Scheduled	\$115.20	ZACH WILSON, ESQ. ARNALL GOLDEN GREGORY LLP 171 17TH STREET NW, SUITE 2100 ATLANTA, GA 30363-1031
VERIZON P.O. BOX 4648 TRENTON, NJ 08650-4648	Scheduled	\$1,170.92	ZACH WILSON, ESQ. ARNALL GOLDEN GREGORY LLP 171 17TH STREET NW, SUITE 2100 ATLANTA, GA 30363-1031
VERIZON P.O. BOX 660748 DALLAS, TX 75266-0748	Scheduled	\$54.70	ZACH WILSON, ESQ. ARNALL GOLDEN GREGORY LLP 171 17TH STREET NW, SUITE 2100

			ATLANTA, GA 30363-1031
VERIZON WIRELESS NORTHEAST PO BOX 3397 BLOOMINGTON, IL 61701	691 901	\$4,408.43 \$660.77	ZACH WILSON, ESQ. ARNALL GOLDEN GREGORY LLP 171 17TH STREET NW, SUITE 2100 ATLANTA, GA 30363-1031
VERIZON WIRELESS-PA P.O. BOX 25505 LEHIGH VLY, PA 18002- 5505	Scheduled	\$1,187.74	ZACH WILSON, ESQ. ARNALL GOLDEN GREGORY LLP 171 17TH STREET NW, SUITE 2100 ATLANTA, GA 30363-1031
WAGSTAFF, INC. 3910 N FLORA ROD SPOKANE, WA 99216 ATTN KENDALL B PARKES, CFO	301 Scheduled	\$17,897.50 \$27,252.50	ANTHONY D. BUONADONNA, ESQ. BUONADONNA & BENSON, P.C. 1138 EAST CHESTNUT AVENUE, SUITE 2A VINELAND, NJ 08360
WINDOW DEPOT USA 10800 FINANCIAL CENTER PARKWAY #280 LITTLE ROCK, AR 72211 ATTN JIM VENABLE, PRESIDENT	212 Scheduled	\$55,838.83 \$29,799.16	RICHARD L. RAMSAY, ESQ. EICHENBAUM, LILES & HEISTER, PA 124 WEST CAPITOL AVENUE, SUITE 1900 LITTLE ROCK, AR 72201

EXHIBIT B
Withdrawn Objections

<u>Name and Address of Claimant</u>	<u>Claims to be Expunged</u>	<u>Claim Amount</u>	<u>Reason</u>
GRAYS TRUCKING 735 BROAD STREET BEVERLY, NJ 08010	Scheduled	\$1,009.15	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.
MALBER TOOL 2115 BYBERRY ROAD HUNTINGDON VALLEY, PA 19006 ATTN: TOM ORLIK	Scheduled	\$72,068.86	Claimant's rights under existing claim(s) unaffected by this Motion pursuant to settlement agreement between the Claimant and the Trust.

EXHIBIT C
Disallowed and Expunged Claims

Name and Address of Claimant	Claim to be Expunged	Claim Amount
ACE PALLET CORP PO BOX 228 PAULSBORO, NJ 08066 ATTN: CYNTHIA UNGER	Scheduled- 633000060 Scheduled- 632000200 Scheduled- 634000040	\$7,761.00 \$1,183.00 \$44,443.00
QUAKER CITY CHEMICALS 7360 MILNOR STREET PHILADELPHIA, PA 19136	37 Scheduled- 632007740 Scheduled- 632007750	Undetermined \$2,919.74 Contingent and Unliquidated
ROYALPLAST DOOR SYSTEMS CO. 5770 HIGHWAY #7 WEST WOODBRIDGE, ON L4L 3A2 CANADA	Scheduled- 635001350	\$39,243.40
SERVICE ALUMINUM CORPORATION 3300 NORTH RIDGE ROAD SUITE 290 ELLIOTT CITY, MD 21043	Scheduled- 632011300	\$9,374.80
SWIMLINE CORPORATION 191 RODEO DRIVE EDGEWOOD, NY 11717	Scheduled- 634002210	\$32,586.78